

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

SKYLINE SOFTWARE SYSTEMS, INC.)	CIVIL ACTION NO. 04-111DPW
Plaintiff,)	
)	
v.)	
)	
KEYHOLE, INC.,)	
Defendant.)	
)	

**PLAINTIFF'S MOTION FOR LEAVE TO AMEND ITS COMPLAINT
TO ADD GOOGLE, INC. AS A DEFENDANT**

Pursuant to Fed. R. Civ. P. 15(a), Plaintiff Skyline Software Systems, Inc. ("Skyline") moves to amend its complaint in the above-captioned matter for the limited purpose of adding Google, Inc. as a defendant. In support of its motion, Skyline states the following:

1. On October 27, 2004, Google, Inc. announced that it had purchased Keyhole, Inc.
2. On information and belief, as stated by Google in its press releases, all of Keyhole's employees are now employees of Google and acts of infringement, contributory infringement, and/or inducement of infringement are now being conducted by both Keyhole and Google.
3. Under Rule 15(a), motions to amend pleadings "shall be freely given when justice so requires." As such,

[i]n the absence of any apparent or declared reason - such as undue delay, bad faith or dilatory motive on the part of the movant, repeated failure to cure deficiencies by amendments previously allowed, undue prejudice to the

opposing party by virtue of allowance of the amendment, futility of amendment, etc. - the leave sought should, as the rules require, be 'freely given.'

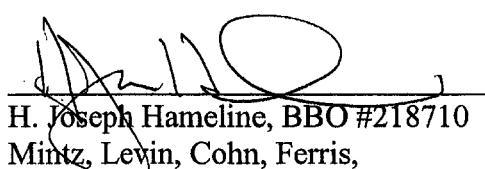
Foman v. Davis, 371 U.S. 178, 182 (1962).

4. Allowance of this motion is in the interests of justice as no party will be prejudiced by this motion, as discovery has not yet commenced and no trial date has been set in this proceeding.

5. Skyline has not previously sought to amend its original Complaint. Additionally, Skyline does not request any alteration of the existing litigation schedule that has already been entered by the Court in this matter.

WHEREFORE, Skyline requests, for the reasons stated above, that the Court allow its Motion For Leave To Amend Complaint To Add Google, Inc. As a Defendant.

SKYLINE SOFTWARE SYSTEMS, INC.
By its attorneys,


H. Joseph Hameline, BBO #218710
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000

December 6, 2004

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SKYLINE SOFTWARE SYSTEMS, INC. Plaintiff, v. KEYHOLE, INC. and GOOGLE, INC. Defendants.)))))))))))))))))))))))))))))))))
--	--------------------------------------	---------------------------------	----------------------------	----------------------------	----------------------------

**FIRST AMENDED COMPLAINT FOR PATENT INFRINGEMENT
AND DEMAND FOR JURY TRIAL**

Plaintiff Skyline Software Systems, Inc. (“Skyline”) as and for its Complaint alleges against Defendants Keyhole Corporation (“Keyhole”) and Google, Inc. (“Google”) as follows:

JURISDICTION

1. This action arises under the Patent Laws of the United States, 35 U.S.C. §§ 1 et seq. This Court has jurisdiction pursuant to 28 U.S.C., §§ 1331 and §1338(a).

VENUE

2. Venue is proper in this judicial district pursuant to 28 U.S.C. §§ 1391(b) and (c), and 28 U.S.C. § 1400(b) because defendants’ acts of patent infringement are occurring within this judicial district and defendants are subject to personal jurisdiction in this judicial district.

THE PARTIES

3. Plaintiff Skyline is a Delaware corporation. Skyline’s corporate headquarters are located at 500 West Cummings Park, Woburn, MA.

4. Skyline is in the business of providing network based, 3D visualization software products and services. Skyline's technology enables the fusion and delivery, through a number of platforms (such as laptops, wireless handheld devices and over any type of network), of complex geo-spatial information in realistic 3D form.

5. Keyhole is a Delaware corporation with its principal place of business at 1100A La Avenir, Mountainview, CA.

6. At all relevant times, Keyhole has sold and offered for sale software which provides 3D graphics, mapping and visualization for geographic locations.

7. Google, Inc. is a Delaware corporation with its principal place of business at 1600 Amphitheatre Parkway, Mountain View, CA.

8. Google's principal activity is to provide advertising solutions, global internet search solutions through its internet site and intranet solutions via an enterprise search appliance. Google's automated search technology helps people obtain access to relevant information from Google's vast online index.

9. On October 27, 2004, Google acquired Keyhole.

10. On information and belief, all of Keyhole's employees are now employees of Google, and the acts of infringement, contributory infringement, and/or inducement of infringement are now being conducted by both Keyhole and Google.

COUNT I
(Infringement of U.S. Patent No. 6,496,189)

11. On December 17, 2002, United States Patent No. 6,496,189 (the '189 Patent), entitled "Remote Landscape Display and Pilot Training" was duly and legally issued to Skyline Software Systems, Ltd. for an invention relating to digital imaging

devices. The '189 Patent was assigned to Plaintiff in October 2003. A copy of the Patent is attached.

12. On information and belief, Keyhole and Google have been and still are infringing the '189 Patent by making, selling, using and/or offering for sale software systems and apparatus that practice the patented invention and will continue to do so unless enjoined by this Court.

13. On information and belief, Keyhole and Google's infringement of the '189 Patent has been and continues to be willful, entitling Skyline to enhanced damages.

14. Skyline has been damaged by Keyhole and Google's infringement, which will continue unless enjoined by this Court.

COUNT II
(Contributory Infringement of U.S. Patent No. 6,496,189)

15. On December 17, 2002, United States Patent No. 6,496,189 (the '189 Patent), entitled "Remote Landscape Display and Pilot Training" was duly and legally issued to Skyline Software Systems, Ltd. for an invention relating to digital imaging devices. The '189 Patent was assigned to Plaintiff in October 2003.

16. On information and belief, Keyhole and Google have been and still are contributing to the infringement of the '189 Patent.

17. On information and belief, Keyhole and Google's contributory infringement has been and continues to be willful, entitling Skyline to enhanced damages.

18. Skyline has been damaged by Keyhole and Google's infringement, which will continue unless enjoined by this Court.

COUNT III

(Inducement of Infringement of U.S. Patent No. 6,496,189)

19. On December 17, 2002, United States Patent No. 6,496,189 (the '189 Patent), entitled "Remote Landscape Display and Pilot Training" was duly and legally issued to Skyline Software Systems, Ltd. for an invention relating to digital imaging devices. The '189 Patent was assigned to Plaintiff in October 2003.

20. On information and belief, Keyhole and Google have been and still are inducing the infringement of the '189 Patent.

21. On information and belief, Keyhole and Google's inducement of infringement of the '189 Patent has been and continues to be willful, entitling Skyline to enhanced damages.

22. Skyline has been damaged by Keyhole and Google's infringement, which will continue unless enjoined by this Court.

WHEREFORE, Skyline prays for judgment and relief as follows:

A. A preliminary and permanent injunction against Keyhole and Google's continued infringement, inducing of infringement, and contributing to infringement of the '189 Patent;

B. An award of damages in favor of Skyline and against Keyhole and Google sufficient to compensate Skyline for Keyhole and Google's infringement of the '189 Patent, and an assessment of prejudgment interest and post-judgment interest;

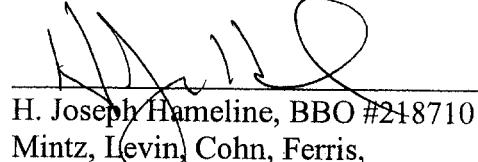
C. A finding by the Court that Keyhole and Google's infringement of the '189 Patent is willful, and an award of enhanced damages of up to three times the amount found or assessed;

- D. A finding by the Court that this case is exceptional under 35 U.S.C. § 285;
- E. An award to Skyline of its reasonable expenses, including attorneys' fees, and costs of this action; and
- F. Such other and further relief as the Court finds just and proper.

DEMAND FOR JURY TRIAL

Plaintiff Skyline hereby demands a trial by jury on all issues so triable.

SKYLINE SOFTWARE SYSTEMS, INC.
By its attorneys,


H. Joseph Hameline, BBO #218710
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000

December 6, 2004